

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*

Debtors.

Chapter 11

No. 18-23538 (RDD)

(Jointly Administered)

PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2) of the Federal Rules of Bankruptcy Procedure of the partial transfer, other than for security, of the claim referenced in this evidence and notice.

Whitebox Asymmetric Partners, LP

Name of Transferee

Phone: (612) 253-6061

Last Four Digits of Acct #: N/A

EcoWater Systems LLC

Name of Transferor

Phone: (651) 731-7024

Last Four Digits of Acct #: N/A

Name and Address where notices and payments to transferee should be sent:

Claim No: 7646 (Sears Brands Management Corporation) (18-23586)

Whitebox Asymmetric Partners, LP

3033 Excelsior Blvd, Ste 300

Minneapolis, MN 55416

Date Filed: January 11, 2019

Total Amount of Claim: \$628,294.25

Total Amount of Admin.: \$418,431.34


Total Amount of GUC: \$209,862.91

Amount of Partial Transfer: \$289,015.36

Partial Amount of Admin.: \$192,478.42

Partial Amount of GUC: \$96,536.94

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: 
Transferee/Transferor's Agent Mark Streffling
Partner & CEO

Date: February 13, 2019

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

TO: United States Bankruptcy Court Southern District of New York

AND TO: Sears Holdings Corporation, et al. (collectively, "Debtors"); Case No. 18-23538 (RDD), Jointly Administered

Claim No. 7646 (Sears Brands Management Corporation) (18-23586)

Bankruptcy Case: In re Sears Holdings Corporation, *et al.*, Case No. 18-23538 (RDD), Jointly Administered

ECOWATER SYSTEMS LLC its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto:

WHITEBOX ASYMMETRIC PARTNERS, LP

3033 Excelsior Blvd, Ste 300
Minneapolis, MN 55416
Attn: Scott Specken

its successors and assigns ("Buyer"), all rights, title and interest in and to the claims of Seller, including all rights: (a) of reclamation and all priority claims, and any cure payments made on account of Seller in the bankruptcy case; (b) to any proof(s) of claim filed; (c) in and to any secured claim, collateral or any liens held by Seller; (d) to vote on any question relating to the Claims in the bankruptcy case; and (e) to any amounts listed on the Debtors schedules, in the principal amount of **\$289,015.36 (comprising \$192,478.42 of 503(b)(9) administrative priority claim and \$96,536.94 of general unsecured claim)** ("Claim") against Debtors in the United States Bankruptcy Court, or any other court with jurisdiction over the Debtors' Bankruptcy Case.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtors and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges, understands and agrees, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing Buyer as the sole owner and holder of the Claim.

Buyer does not assume and shall not be responsible for any obligations or liabilities of the Seller related to or in connection with the Claim or the Bankruptcy Case. You are hereby directed to make all and future payments and distributions free and clear of all setoffs and deductions, and to give all notices and other communications, in respect of the Claim to Buyer.

[Signature Page Follows]

IN WITNESS WHEREOF, Seller and Buyer have executed this Evidence of Partial Transfer of Claim as of February 13, 2019.

ECOWATER SYSTEMS LLC

By: 
Name: Mohammed Bayati
Title: President

WHITEBOX ASYMMETRIC PARTNERS, LP

By: _____
Name:
Title:

IN WITNESS WHEREOF, Seller and Buyer have executed this Evidence of Partial Transfer
of Claim as of February 13, 2019.


ECOWATER SYSTEMS LLC

By: _____

Name:

Title:

WHITEBOX ASYMMETRIC PARTNERS, LP

By:  _____
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Name: Mark Strefling

Title: Partner & CEO